

IN THE UNITED STATES BANKRUPTCY COURT FOR THE  
DISTRICT OF DELAWARE

IN RE: )  
W.R. Grace & Co., *et al.*, ) Bankr. No. 01-01139 (JFK)  
Debtors. )  
 ) Chapter 11  
 ) (Jointly Administered)  
 )  
 )

## **[PROPOSED] ORDER**

Having considered the debtors' motion pursuant to sections 105(a), 362, 363, 502 and 503 of the Bankruptcy Code and the Federal Rule of Bankruptcy Procedure 9019 to establish an alternative dispute resolution program to liquidate certain pre-petition claims, the Internal Revenue Service's response thereto, and the entire record herein, and having good cause been shown, this \_\_\_\_\_ day of \_\_\_\_\_ 2004, it is hereby

ORDERED that motion pursuant to sections 105(a), 362, 363, 502 and 503 of the  
Bankruptcy Code and Federal Rule of Bankruptcy Procedure 9019 to establish an  
alternative dispute resolution program to liquidate certain pre-petition claims is  
DENIED; and it is further

ORDERED that the Clerk shall distribute copies of this signed order to all necessary parties.

UNITED STATES BANKRUPTCY JUDGE